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|-----------------------------------------------|----------------------------------------------------------------------------------------|
| <b>POLICY NAME</b>                            | <b>NAMSS BOARD OF DIRECTORS MEETING<br/>AGENDAS – PREPARATION AND<br/>DISTRIBUTION</b> |
| <b>Number</b>                                 | Administration 100.10                                                                  |
| <b>Effective Date</b>                         | 11.19.2008                                                                             |
| <b>Responsible Workgroup or<br/>Committee</b> | Board of Directors                                                                     |

## POLICY STATEMENT

The agenda and associated materials for NAMSS Board of Directors meetings shall be prepared and distributed by the Executive Office after review and approval of the NAMSS President no later than 7 calendar days prior to the meeting.

## PURPOSE

To determine specific topics to be addressed by the Board of Directors and ensure adequate notice.

## DEFINITION(S)

Not applicable/or insert; no additional definitions identified in the NAMSS source policy.

Not applicable/or insert

## PROCEDURE

The NAMSS Executive Office will recommend and discuss agenda items with the NAMSS President and present a draft agenda for review. After review and approval of the draft agenda, the Executive Office will distribute it to the NAMSS Board of Directors prior to the upcoming meeting.

Bylaws and Other References: NAMSS Bylaws.

Communication Methodology: Communication Methodology will include email agenda to members of the NAMSS Board of Directors.

| Amended Date | Board Approval Date |
|--------------|---------------------|
| 1/17/2007    | 11/19/2008          |
| 7/31/2025    | 8/11/2025           |

| <b>POLICY NAME</b>                        | <b>NAMSS BOARD MEETINGS</b> |
|-------------------------------------------|-----------------------------|
| <b>Number</b>                             | Administration 100.20       |
| <b>Effective Date</b>                     | 11/19/2008                  |
| <b>Responsible Workgroup or Committee</b> | Board of Directors          |

## POLICY STATEMENT

The Board shall establish a schedule of regular meetings for the fiscal year.

## PURPOSE

To determine the scheduling, frequency and location of meetings, and the process used for requesting special Board meetings.

## DEFINITION(S)

Not applicable/or insert; no additional definitions identified in the NAMSS source policy.

## PROCEDURE

1. Face-to-face Board meetings are held at least twice per year, including once in conjunction with the NAMSS Annual Conference.
2. Conference call meetings may be scheduled by the Executive Committee as needed.
3. A special meeting of the Board of Directors may be called by a majority of the Executive Committee or by the written request of any eight (8) voting Directors. The President may determine if the special meeting will be conducted face-to-face or by conference call.
4. Notice of any regular or special meeting of the Board of Directors shall be given at least ten (10) days prior to the meeting.

Bylaws and Other References: NAMSS Bylaws, Article 7, Section 5.

Communication Methodology: Printed and email notices will be extended to Board members at least 10 days prior to scheduled meetings.

| Amended Date | Board Approval Date |
|--------------|---------------------|
| 1/17/2007    | 11/19/2008          |
| 7/31/2025    | 8/11/2025           |

| <b>POLICY NAME</b>                        | <b>REMOVAL OF OFFICERS/DIRECTORS</b> |
|-------------------------------------------|--------------------------------------|
| <b>Number</b>                             | Administration 100.40                |
| <b>Effective Date</b>                     | 11/19/2008                           |
| <b>Responsible Workgroup or Committee</b> | Board of Directors                   |

## POLICY STATEMENT

Any Director or Officer may be removed from office by an affirmative vote of eight (8) voting members of the Board of Directors whenever in the Board's judgment the best interests of NAMSS will be served by such removal. Any Director or Officer who has been recommended for removal shall be entitled to reasonable advance notice of the basis for same and the opportunity to submit a response to the Board prior to the Board's action on the matter.

## PURPOSE

To delineate a process for removing Officers or Directors who are unable or unwilling to perform the functions and responsibilities of the position.

## PROCEDURE

1. Requests to remove an individual from office must be made in writing and include documentation to support the premise that the best interests of NAMSS would be served by the removal of the individual from the Board.
2. Upon receipt of the request, the Board shall take action on the request at either a special meeting (face-to-face or conference call) or its next regularly scheduled meeting and shall consider whether the best interests of NAMSS will be served by removal of this individual.
3. The individual who is the subject of the request shall be allowed to provide documentation to refute the request and present that information to the Board. After presenting the refutation and addressing any questions of the Board members, the individual will be excused from the meeting.
4. After careful consideration of the facts, a written vote, or a roll call vote for a conference call meeting, for removal shall be taken. Removal from office may be undertaken only when eight (8) or more of the voting members agree to such action.

5. The individual will be promptly notified of the action taken by the Board.

Bylaws and Other References: NAMSS Bylaws, Article 7, Section 9.

| Amended Date | Board Approval Date |
|--------------|---------------------|
| 1/17/2007    | 11/19/2008          |
| 7/31/2025    | 8/11/2025           |

| <b>POLICY NAME</b>                        | <b>VACANCIES IN OFFICER AND BOARD POSITIONS</b> |
|-------------------------------------------|-------------------------------------------------|
| <b>Number</b>                             | Administration 100.50                           |
| <b>Effective Date</b>                     | 11/19/2008                                      |
| <b>Responsible Workgroup or Committee</b> | Board of Directors                              |

## POLICY STATEMENT

A vacancy in the office of the President shall be filled by the President-Elect. Vacancies in any other Officer or Board position shall be filled by appointment of the Board upon recommendation of the President.

## PURPOSE

To ensure Board functions and responsibilities are not hindered by the voluntary or involuntary resignation of an officer or member of the Board.

## PROCEDURE

1. Should the position of President be vacated prior to the expiration of his/her term of office, the President-elect will immediately assume the position, complete the unexpired term, and then assume his/her own term of office.
2. Should the position of President-Elect be vacated due to the President-Elect assuming the office of President, the position will not be filled until the usual annual election of officers.
3. Should the position of Immediate Past President be vacated prior to the expiration of his/her term of office, the position will be filled by the most recent past president who is willing and able to complete the term.

Bylaws and Other References: Article 7, Section 10

| <b>Amended Date</b> | <b>Board Approval Date</b> |
|---------------------|----------------------------|
| 1/17/2007           | 11/19/2008                 |
| 7/31/2025           | 8/11/2025                  |